

0100567087

**TRINITY INDUSTRIES LEASING COMPANY**

*A Subsidiary of Trinity Industries, Inc.*



RECORDATION NO. 14515-M-P FILED 1995

MAR 17 1995 3:10 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 3)

LICENSING DIVISION  
MAR 21 3 05 PM '95

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 17, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fifth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14515-A and 14515-B, respectively; the First Supplement to

..Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K, and the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-E on August 30, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-F and 14545-G, and the Fourth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-I on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-J & 14545-K, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Seventy Nine (179) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Fifth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fifth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fifth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

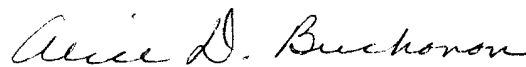
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Ninety (90) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995,

between the Company (as Assignor), and the Bank, as Trustee, and covering Ninety (90) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,



Alice D. Buchanan  
Paralegal

Enclosures



**Interstate Commerce Commission**  
Washington, D.C. 20423-0001

3/21/95

Office Of The Secretary


Alice D. Buchanan  
Trinity Industries Leasing Company  
2000 Gardner Expressway  
P. O. Box 867  
Quincy, Illinois 62306-0867

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/95 at 3:10PM, and assigned recordation number(s). 14515-M-F, 15195-Q-T, 16017-TT-WW, 17848-F-I and 18275-C-F.

Sincerely yours,

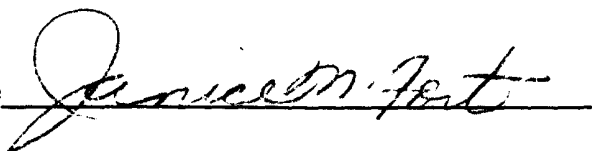
  
Vernon A. Williams  
Secretary

**Enclosure(s)**

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(0100567084)  
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(0100567087)

\$ 420.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BILL OF SALE  
NATIONSBANK OF TEXAS, N.A.,  
AS SUCCESSOR TRUSTEE  
TO  
TRINITY INDUSTRIES LEASING COMPANY

RECORDATION NO. 145150 FILED 1425

MAR 7 1995 4:10 PM


1107 FORT WORTH, TEXAS 76102-1000

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.05(a) of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 17, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred Seventy Nine (179) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Thirty (30) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 17); Seven (7) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 17); (Such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 8 of Exhibit A to Equipment Trust Agreement dated as of December 15, 1984); Sixty Two (62) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 16); Twenty (20) railcars covered by the existing Lease Agreement dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (Name changed to Fina Oil and Chemical Co.)(Rider 3); Sixty (60) railcars covered by the existing Lease Agreement dated August 30, 1991, between Trinity Industries Leasing Company and ICAN Energy Company (Partial Rider 1), together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

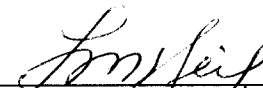
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such successor trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 17th day of March, 1995.

NATIONSBANK OF TEXAS, N.A.

By:   
Vice President

Attest:

  
Assistant Vice President &  
Assistant Secretary

STATE OF TEXAS

§

§

COUNTY OF DALLAS

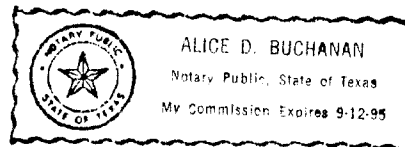
§

On this 17th day of March, 1995, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan  
Signature of Notary Public

My Commission Expires:

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## EXHIBIT A

1. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company covering the following described railroad cars (Partial Rider 17):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	34,090 Gal. 112J340W Tank Cars	TILX 300346,300348,300352,300354, 300355,300357-300361 300365-300368,300371 300373-300375,300378 300380-300382,300384 300389-300391,300393 300395,300399,300400

2. Railroad Car Net Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company covering the following described railroad cars (Partial Rider 17)(such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 8 of Exhibit A to Equipment Trust Agreement dated as of December 15, 1984):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	34,090 Gal. 112J340W Tank Cars	TILX 300402,300409-300412 300414,300420

3. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company covering the following described railroad cars (Partial Rider 16):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
62	34,000 Gal. 112J340W Tank Cars	TILX 300428-300477 300523-300534

## EXHIBIT A

(Continued)

4. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fina Oil and Chemical Co.) covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	33,800 Gal. 112J400W Tank Cars	TILX 300503-300522

5. Railroad Car Lease Agreement, dated August 30, 1991, between Trinity Industries Leasing Company and ICAN Energy Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	34,090 Gal. 112J340W Tank Cars	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092



**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
30 Tank Cars	112J340W	34,090 Gal.	TILX 300346,300348,300352 300354,300355,300357-300361 300365-300368,300371 300373-300375,300378 300380-300382,300384 300389-300391,300393 300395,300399,300400	6/80
7 Tank Cars	112J340W	34,090 Gal.	TILX 300402,300409-300412 300414,300420	6/80
62 Tank Cars	112J340W	34,000 Gal.	TILX 300428-300477,300523-300534	8/80
20 Tank Cars	112J400W	33,800 Gal.	TILX 300503-300522	10/80
60 Tank Cars	112J340W	34,090 Gal.	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092	10/79